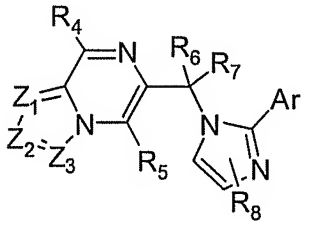
CLAIMS

1. (Currently Amended) A compound of the Formula:



or a pharmaceutically acceptable form thereof, wherein:

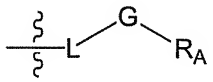
Z_1 is nitrogen or CR_1; Z_2 is nitrogen or CR_2; Z_3 is nitrogen or CR_3; wherein Z_1 and Z_2 are N and Z_3 is CR_3, or Z_1 and Z_3 are N and Z_2 is CR_2 ~~and at least one, but no more than two of Z1, Z2 and Z3 are nitrogen~~;

Ar represents 2-pyridyl ~~phenyl, naphthyl or 5- to 10-membered heteroaryl~~, ~~each of~~ which is substituted with from 0 to 4 substituents independently chosen from halogen, hydroxy, nitro, cyano, amino, C_1-C_8alkyl, C_1-C_8alkenyl, C_1-C_8alkynyl, C_1-C_8alkoxy, C_3-C_7cycloalkyl, (C_3-C_7cycloalkyl)C_0-C_4alkyl, (C_3-C_7cycloalkyl)C_1-C_4alkoxy, C_1-C_8alkyl ether, C_1-C_8alkanone, C_1-C_8alkanoyl, 3- to 7-membered heterocycloalkyl, C_1-C_8haloalkyl, C_1-C_8haloalkoxy, oxo, C_1-C_8hydroxyalkyl, C_1-C_8aminoalkyl and mono- and di-(C_1-C_8alkyl)amino(C_0-C_8alkyl);

~~R_1~~, R_2, R_3, and R_4 are each independently selected from:

(a) hydrogen, halogen, nitro and cyano; and

(b) groups of the formula:



wherein:

L is a single covalent bond or C_1-C_8alkyl;

G is a single covalent bond, -N(R_B)-, -O-, -C(=O)-, -C(=O)O-, -C(=O)N(R_B)-, -N(R_B)C(=O)-, -S(O)$_m$-, –CH_2C(=O)-, -S(O)$_m$N(R_B)- or –N(R_B)S(O)$_m$-; wherein m is 0, 1 or 2; and

R_A and each R_B are independently selected from:

(i) hydrogen; and

(ii) C_1-C_8alkyl, C_2-C_8alkenyl, C_2-C_8alkynyl, (C_3-C_8cycloalkyl)C_0-C_4alkyl, (3- to 6-membered heterocycloalkyl)C_0-C_4alkyl, (aryl)C_0-C_2alkyl or (heteroaryl)C_0-C_2alkyl, each of which is substituted with from 0 to 4 substituents independently selected from halogen, hydroxy, nitro, cyano, amino, C_1-C_4alkyl, C_1-C_4alkoxy, C_1-C_4alkanoyl, mono- and di(C_1-C_4alkyl)amino, C_1-C_4haloalkyl and C_1-C_4haloalkoxy;

R_5 is C_1-C_6alkyl, ~~C_2-C_6alkenyl, C_1-C_4alkoxy, or mono- or di-(C_1-C_4alkyl)amino, each of which is substituted with from 0 to 5 substituents independently chosen from halogen, hydroxy, nitro, cyano, amino, C_1-C_4alkoxy, C_1-C_2haloalkyl, C_1-C_2haloalkoxy, mono- and di-C_1-C_4alkylamino, C_3-C_8cycloalkyl, phenylC_0-C_4alkyl and phenylC_1-C_4alkoxy;~~

R_6 and R_7 are independently hydrogen, halogen, methyl or ethyl; and

R_8 represents 0, 1 or 2 substituents independently chosen from halogen, hydroxy, nitro, cyano, amino, C_1-C_4alkyl, C_1-C_4alkoxy, mono- and di-(C_1-C_4alkyl)amino, C_3-C_7cycloalkyl, C_1-C_2haloalkyl and C_1-C_2haloalkoxy.

2. (Original) A compound or pharmaceutically acceptable form thereof according to claim 1, wherein R_8 represents 0 or 1 substituent selected from halogen, C_1-C_2alkyl and C_1-C_2alkoxy.

3 -4. (Canceled)

5. (Currently Amended) A compound or pharmaceutically acceptable form thereof according to claim 1, wherein Ar represents ~~phenyl,~~ 2-pyridyl, ~~thiazolyl, thienyl, triazolopyridyl, or pyridizinyl, each of~~ which is substituted with from 0 to 3 substituents independently selected from chloro, fluoro, hydroxy, cyano, amino, C_1-C_4alkyl, C_1-C_4alkoxy, C_1-C_2alkylamino, C_1-C_2haloalkyl and C_1-C_2haloalkoxy.

6. (Currently Amended) A compound or pharmaceutically acceptable form thereof according to claim 5, wherein Ar represents ~~phenyl,~~ 2-pyridyl, ~~1,3-thiazol-2-yl, 2-thienyl, [1,2,4]triazolo[4,3-a]pyridin-5-yl or 3-pyridizinyl, each of~~ which is substituted with from 0 to 3 substituents independently selected from fluoro, chloro, hydroxy, C_1-C_2alkyl, cyano, and C_1-C_2alkoxy.

7 - 8. (Canceled)

9. (Currently Amended) A compound or pharmaceutically acceptable form thereof according to claim 1 wherein ~~R_1,~~ R_2, R_3, and R_4 are independently selected from hydrogen, hydroxy, halogen, cyano, C_1-C_6alkyl, C_1-C_6alkoxy, C_3-C_7cycloalkyl, C_1-C_2alkoxyC_1-C_4alkyl, C_1-C_4hydroxyalkyl, C_1-C_2haloalkyl, C_1-C_2haloalkoxy, C_1-C_4carboxylate, mono- and di-(C_1-C_4alkyl)amino, phenylC_0-C_1alkyl, pyridylC_0-C_1alkyl and (4- to 7-membered heterocycloalkyl)C_0-C_1alkyl.

10. (Currently Amended) A compound or pharmaceutically acceptable form thereof according to Claim 9, wherein ~~R_1 and~~ R_4 ~~are~~ is independently chosen from hydrogen, methyl and ethyl.

11-14. (Canceled)

15. (Original) A compound or pharmaceutically acceptable form thereof according to claim 9, wherein Z_1 and Z_2 are nitrogen and Z_3 is CR_3.

16. (Original) A compound or pharmaceutically acceptable form thereof according to claim 15, wherein R_3 and R_4 are independently chosen from hydrogen, halogen, C_1-C_4alkyl and C_1-C_4alkoxy, C_3-C_7cycloalkyl, C_1-C_2alkoxyC_1-C_2alkyl, C_1-C_2hydroxyalkyl, fluoromethyl, difluoromethyl, trifluoromethyl, phenylC_0-C_1alkyl, pyridylC_0-C_1alkyl and (4- to 7-membered heterocycloalkyl)C_0-C_1alkyl.

17. (Original) A compound or pharmaceutically acceptable form thereof according to claim 9, wherein Z_1 and Z_3 are nitrogen and Z_2 is CR_2.

18. (Original) A compound or pharmaceutically acceptable form thereof according to claim 17, wherein R_2 and R_4 are independently chosen from hydrogen, halogen, C_1-C_4alkyl and C_1-C_4alkoxy, C_3-C_7cycloalkyl, C_1-C_2alkoxyC_1-C_2alkyl, C_1-C_2hydroxyalkyl, fluoromethyl, difluoromethyl, trifluoromethyl, phenylC_0-C_1alkyl, pyridylC_0-C_1alkyl and (4- to 7-membered heterocycloalkyl)C_0-C_1alkyl.

19. (Previously Presented) A compound or pharmaceutically acceptable form thereof according to claim 1wherein R_6 and R_7 are both hydrogen.

20. (Canceled)

21. (Currently Amended) A compound or pharmaceutically acceptable form thereof according to claim 1 wherein R_5 is ethyl, propyl, or butyl~~, ethoxy or methoxymethyl~~.

22. (Currently Amended) A compound or pharmaceutically acceptable form thereof according to claim 1, wherein the compound is chosen from:

~~6-[2-(6-fluoro-pyridin-2-yl)-imidazol-1-ylmethyl]-5-propyl-imidazo[1,2-a]pyrazine;~~

~~5-propyl-6-(2-pyridi-2-yl-imidazol-1-ylmethyl)-imidazo[1,2-a]pyrazine;~~

~~6-[2-(3-fluoro-pyridin-2-yl)-imidazol-2-ylmethyl]-5-propyl-imidazo[1,2-a]pyrazine;~~

~~6-[2-(6-fluoro-pyridin-2-ylmethyl]-1-methyl-5-propyl-imidazo[1,5-a]pyrazine;~~

~~6-[2-(3-fluoro-pyridin-2-yl)-imidazol-1-ylmethyl]-1-methyl-5-propyl-imidazo[1,5-a]pyrazine;~~

5-propyl-6-(2-pyridin-2-yl-imidazol-1-ylmethyl)-[1,2,4]triazolo[4,3-a]pyrazine;

3-methyl-5-propyl-6-(2-pyridin-2-yl-imidazol-1-ylmethyl)-[1,2,4]triazolo[4,3-a]pyrazine;

3-methyl-6-[2-(3-methyl-[1,2,4]triazolo[4,3-a]pyridin-5-yl)-imidazol-1-ylmethyl]-5-propyl-[1,2,4]triazolo[4,3-a]pyrazine;

6-{[2-(3-fluoropyridin-2-yl)-1H-imidazol-1-yl]methyl}-5-propyl[1,2,4]triazolo[1,5-a]pyrazine; and

6-{[2-(3-fluoropyridin-2-yl)-1H-imidazol-1-yl]methyl}-2-methyl-5-propyl[1,2,4]triazolo[1,5-a]pyrazine.

23 - 25. (Canceled)

26. (Original) A pharmaceutical composition comprising a compound or pharmaceutically acceptable form thereof according to claim 1 in combination with a pharmaceutically acceptable carrier or excipient.

27. (Original) A pharmaceutical composition according to claim 26, wherein the pharmaceutical composition is formulated as an injectible fluid, an aerosol, a cream, a gel, a pill, a capsule, a syrup, or a transdermal patch.

28. (Withdrawn) A method for the treatment of anxiety, depression, or a sleep disorder~~,~~ comprising administering to a patient in need of such treatment a $GABA_A$ receptor modulatory amount of a compound or pharmaceutically acceptable form thereof according to claim 1.

29-38. (Canceled)